

RECORDATION NO. 15764-I FILED 1425

CERTIFICATION OF TRUE COPY

NOV 22 1994 - 2 10 PM

INLAND EMERALD COMMERCIAL

On November 2, 1994, I Sharon L. Van Fossan examined the original copy of the Termination of Non-Recourse Note and Security Agreement dated as of September 2, 1994 by National City Bank, Kentucky (f/k/a First National Bank of Louisville), a National Banking Association for the benefit of Helm Financial Corporation, a California corporation, and I hereby certify that I have compared the attached duplicate copy with the original and that it is a complete, true and correct copy of the original in all respects, including the dates, signatures and acknowledgements thereof.

Sharon L. Van Fossan

Sharon L. Van Fossan
Supervisor Contract Administration

STATE OF CALIFORNIA

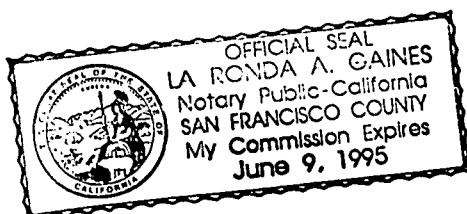
COUNTY OF SAN FRANCISCO

On November 2, 1994, before me, LaRonda A. Gaines, personally appeared Sharon L. Van Fossan, Supervisor Contract Administration for **HELM FINANCIAL CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.



LaRonda A. Gaines

SIGNATURE OF THE NOTARY

TERMINATION OF NON-RECOURSE NOTE AND SECURITY AGREEMENT

THIS TERMINATION OF NON-RECOURSE NOTE AND SECURITY AGREEMENT ("Termination") is made as of the 2nd day of September, 1994, by National City Bank, Kentucky (f/k/a First National Bank of Louisville), a National Banking Association (the "Lender") for the benefit of Helm Financial Corporation, a California Corporation (the "Maker").

1. Recitals. Maker owns the 100 Open-Top Coal Hopper Cars bearing Association of American Railroad Designation Numbers as listed on Exhibit A attached hereto (the "Units"). Maker has granted a Security Interest in the units to the Lender upon the terms and conditions of that certain Non-Recourse Note and Security Agreement dated as of the 8th day of August, 1988, between Lender and Maker (the "Security Agreement") and filed at the Interstate Commerce Commission ("ICC") under Recordation No. 15764-A filed on October 12, 1988 at 9:50 a.m. and Recordation No. 15764-C filed on October 4, 1989 at 9:50 a.m.
2. Termination of Security Interest. The Secured Party's security interest in the Units shall be and is hereby terminated upon the filing of this Termination with the ICC and all of the Secured Party's right, title and interest in and to the Units shall and has become null and void.

IN WITNESS THEREOF, the Lender, pursuant to due authority, has executed this Termination of Non-Recourse Note and Security Agreement as of the date first written above.

NATIONAL CITY BANK, KENTUCKY (f/k/a First National Bank of Louisville)

By: 

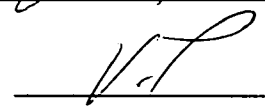
Title: 

EXHIBIT A

DESCRIPTION OF EQUIPMENT

Equipment Description

100-ton, roller bearing, 3,418 cubic foot, three-pocket, open top coal hopper cars remanufactured by Bethlehem Steel in 1988.

Unit Numbers

Reporting Marks: HMLX

Car Numbers:

5003	5014	5027	5047	5059	5075	5095
5004	5015	5028	5048	5060	5076	5098
5005	5016	5033	5050	5061	5078	5099
5007	5018	5036	5051	5063	5081	5101
5008	5019	5041	5053	5064	5085	5103
5011	5022	5042	5054	5065	5087	5105
5012	5023	5043	5055	5069	5091	5106
5013	5024	5045	5058	5073	5094	5111
10001	10015	10047	10056	10071	10084	10121
10002	10033	10048	10060	10073	10085	10124
10003	10038	10050	10061	10075	10086	
10005	10039	10051	10062	10078	10087	
10006	10040	10052	10065	10080	10096	
10008	10042	10053	10069	10081	10118	
10014	10045	10054	10070	10082	10120	